

Form B203

2005 USHC, Eastern District of Virginia

**United States Bankruptcy Court
Eastern District of Virginia**

In re Circuit City Stores, Inc.
Debtor(s)

Case No. 08-35653
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>1,748,250¹</u>
Prior to the filing of this statement I have received.....	\$ <u>1,998,250²</u>
Balance Due.....	\$ <u>0</u>

2. The source of compensation paid to me was:
☒ Debtor ☐ Other (*specify*)
3. The source of compensation to be paid to me is:
☒ Debtor ☐ Other (*specify*)
4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
- ☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associate of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.
5. In return for the above-disclosed fee and such fees as may be incurred on and after November 10, 2008, I have agreed to render legal service for all aspects of the bankruptcy case, including without limitation:
- (a) advising the Debtors with respect to their powers and duties as debtors and debtors in possession in the continued management and operation of their businesses and properties;
- (b) attending meetings and negotiating with representatives of creditors and other parties in interest, and advising and consulting on the conduct of the cases, including all of the legal and administrative requirements of operating in chapter 11;

¹ This amount includes estimated fees through and including November 9, 2008. If approved by the Court, Skadden, Arps, Slate, Meagher & Flom LLP (the "Firm") will conduct a postpetition reconciliation as described in the Firm's retention application and related documents.

² The Firm is holding \$250,000 as a retainer.

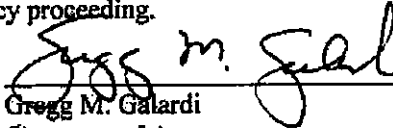
- (c) taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on their behalf, the defense of any actions commenced against those estates, negotiations concerning litigation in which the Debtors may be involved, and objections to claims filed against the estates;
 - (d) preparing, on behalf of the Debtors, motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
 - (e) preparing and negotiating on the Debtors' behalf plan(s) of reorganization, disclosure statement(s), and all related agreements and/or documents, and taking any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);
 - (f) advising the Debtors in connection with any sale of assets;
 - (g) performing other necessary legal services and providing other necessary legal advice to the Debtors in connection with these chapter 11 cases; and
 - (h) appearing before this Court, any appellate courts, and the United States Trustee, and protecting the interests of the Debtors' estates before such courts and the United States Trustee.
6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
Not Applicable.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

November 21, 2008

/s/ Sarah B. Boehm
Sarah Beckett Boehm (VSB No. 45201)
McGUIREWoods LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219
(804) 775-1000


Gregg M. Galardi
Signature of Attorney

Skadden, Arps, Slate, Meagher & Flom LLP
Name of Law Firm
One Rodney Square
Wilmington, DE 19899-0636
(302)651-3000 Fax: (302)651-3001

For use in Chapter 13 Cases where Fees Requested Not in Excess of \$3,000
(For all Cases Filed on or after 10/17/2005)

**NOTICE TO DEBTOR(S) AND STANDING TRUSTEE
PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)**

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the

fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U.S. Trustee pursuant to Interim Procedure 2016(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

Date

Signature of Attorney